

***GREENBRIER***  
**MANAGEMENT SERVICES**

Greenbrier Management Services, LLC

One Centerpointe Drive Suite 400  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 968 4383

March 26, 2012

RECORDATION NO. 22965-4 FILED

MAR 28 '12 -4 13 PM

VIA FEDERAL EXPRESS

**SURFACE TRANSPORTATION BOARD**

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of an Amendment to Memorandum of Railcar Lease dated as of July 1, 2011 for Schedule No. 07 dated as of May 30, 2001, a secondary document as defined in the Rules for the Recordation of Documents. 49 C.F.R. Section 1177. Also enclosed is a check for \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

This document relates to the Master Railcar Lease dated as of June 8, 2000, which was duly filed and recorded on June 23, 2000 and assigned Recordation Number 22965.

The names and addresses of the parties to the enclosed document are:

Lessor: WL Ross-Greenbrier Rail I LLC  
c/o Greenbrier Management Services, LLC  
One Centerpointe Drive, Suite 400  
Lake Oswego, Oregon 97035

Lessee: Phoenix Cement Company,  
a division of the Salt River Pima-Maricopa Indian Community  
8800 East Chaparral Road, Suite 155  
Scottsdale, AZ 85250

A description of the railroad equipment covered by the enclosed document is:

Twenty-six (26) 3,250 c.f. pressure differential covered hopper railcars marked and numbered within the series BNBX 95072 to BNBX 95716, and more particularly described in the schedule attached to the document.

Section Chief  
Surface Transportation Board  
March 26, 2012  
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Please return stamped copies of the enclosed document not needed for your files to the undersigned.

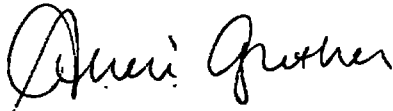
A short summary of the enclosed document to appear in the Board's Index is:

Amendment to Memorandum of Railcar Lease dated July 1, 2011 for  
Schedule No. 07.

If you have any questions, please do not hesitate to call.

Sincerely,

GREENBRIER MANAGEMENT SERVICES, LLC,  
As Manager for WL Ross-Greenbrier Rail I LLC

A handwritten signature in black ink, appearing to read "Sheri Grether". The signature is fluid and cursive, with the first name "Sheri" and last name "Grether" clearly distinguishable.

Sheri Clarke Grether  
Senior Paralegal

SCG:ms  
Enclosures

cc: Edward M. Luria, Esq.

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SURFACE TRANSPORTATION BOARD

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**AMENDMENT DATED JULY 1, 2011**

**TO**

**MEMORANDUM OF RAILCAR LEASE  
FOR SCHEDULE NO. 07 DATED MAY 30, 2001**

**BETWEEN**

**WL ROSS-GREENBRIER RAIL I LLC**  
**as ultimate assignee of the CIT Group/Equipment Financing, Inc. ("LESSOR")**

**AND**

**PHOENIX CEMENT COMPANY, a divison of the Salt River Pima-Maricopa Indian  
Community ("LESSEE")**

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Amendment dated as of July 1, 2011 to Memorandum of Railcar Lease made and entered into as of May 30, 2001, by and between WL Ross-Greenbrier Rail I LLC, a Delaware limited liability company, as ultimate assignee of The CIT Group/Equipment Financing, Inc. ("Lessor"), and Phoenix Cement Company, a division of the Salt River Pima Maricopa Indian Community ("Lessee"), recorded with the Surface Transportation Board on July 23, 2001 under Recordation No. 22965-E (the "Lease Memorandum").

WHEREAS, Lessor and Lessee executed the Lease Memorandum describing the lease of twenty-six (26) 3,250 c.f. pressure differential covered hopper railcars; and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to reflect the remarking of the railcars.

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. Schedule A to the Lease Memorandum is hereby replaced with Amended Schedule A attached hereto.
2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date first above written.

*I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.*


WL ROSS-GREENBRIER RAIL I LLC

By: 

Title: Vice President

*I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.*

PHOENIX CEMENT COMPANY,  
a division of the Salt River Pima-Maricopa Indian Community

By:  Pete Kuehner

Title: Sr. Vice President & COO

# AMENDED SCHEDULE A

<b>Prior Mark</b>	<b>Prior Number</b>	<b>New Mark</b>	<b>New Number</b>
CEFX	95072	BNBX	95072
CEFX	95080	BNBX	95080
CEFX	95084	BNBX	95084
CEFX	95397	BNBX	95397
CEFX	95432	BNBX	95432
CEFX	95448	BNBX	95448
CEFX	95449	BNBX	95449
CEFX	95450	BNBX	95450
CEFX	95469	BNBX	95469
CEFX	95475	BNBX	95475
CEFX	95476	BNBX	95476
CEFX	95485	BNBX	95485
CEFX	95486	BNBX	95486
CEFX	95487	BNBX	95487
CEFX	95488	BNBX	95488
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CEFX	95492	BNBX	95492
CEFX	95493	BNBX	95493
CEFX	95494	BNBX	95494
CEFX	95495	BNBX	95495
CEFX	95497	BNBX	95497
CEFX	95498	BNBX	95498
CEFX	95500	BNBX	95500
CEFX	95716	BNBX	95716